

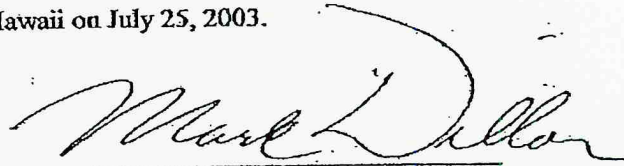
# Exhibit 18

**DECLARATION OF MARK DILLON**

I, Mark Dillon, declare:

1. I am the Logistics LAN Administrator at Fleming's Hawaii Division ("Fleming"). I have served in this position since October 1, 1999. My duties in this capacity include installing and overseeing the software applications used by Fleming's employees on their computers. Through the performance of these duties I am familiar with the lawsuit titled Wayne Berry v. Fleming Companies, Inc., et al., Civil No. 01 00446 SPK LEK, and the copyright infringement allegations Wayne Berry and his counsel have made against Fleming with regard to certain software in which Mr. Berry claims a copyright..
2. Fleming retained Guidance Software, Inc., to remove from Fleming's computers all software authored by Wayne Berry, and/or any derivatives of such software. I assisted Guidance Software in this process, which concluded on or about July 8, 2003.
3. Fleming had stopped using any form of Wayne Berry's software well before July 8, 2003.
4. Functions formerly performed by Wayne Berry's software have since been performed using a combination of Microsoft Excel spreadsheets and Crystal Reports, which is made by Crystal Decisions, Inc. The Microsoft Excel and Crystal Reports software applications Fleming is now using are ~~"off the shelf" products available to the public over the Internet or~~ any of numerous retail stores. Any reports currently used by the Logistics Department of Fleming's Hawaii Division developed by means of the Crystal Reports software have been created from scratch by me or one of my co-workers.

So sworn under penalty of perjury in Kapolei, Hawaii on July 25, 2003.

A handwritten signature in dark ink, appearing to read "Mark Dillon", written over a horizontal line.

Mark Dillon